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Attorneys for USACM Liquidating Trust

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA

In re:

USA COMMERCIAL MORTGAGE
COMPANY,

USA CAPITAL REALTY ADVISORS,
LLC,¹

USA CAPITAL DIVERSIFIED TRUST
DEED FUND, LLC,

USA CAPITAL FIRST TRUST DEED
FUND, LLC,²

USA SECURITIES, LLC,³
Debtors.

Affects:

- ☐ All Debtors
☒ USA Commercial Mortgage Company
☐ USA Capital Realty Advisors, LLC
☐ USA Capital Diversified Trust Deed Fund, LLC
☐ USA Capital First Trust Deed Fund, LLC
☐ USA Securities, LLC

Case No. BK-S-06-10725-LBR
Case No. BK-S-06-10726-LBR¹
Case No. BK-S-06-10727-LBR
Case No. BK-S-06-10728-LBR²
Case No. BK-S-06-10729-LBR³

CHAPTER 11

Jointly Administered Under Case No.
BK-S-06-10725 LBR

**DECLARATION OF GEOFFREY L.
BERMAN IN SUPPORT OF
OMNIBUS OBJECTION OF USACM
TRUST TO PROOFS OF CLAIM
BASED UPON INVESTMENT IN
THE SHAMROCK TOWER LP
LOAN**

Date of Hearing: November 13, 2009
Time of Hearing: 9:30 a.m.

I, Geoffrey L. Berman, hereby declare under penalty of perjury that:

1. I am the Trustee of USACM Liquidating Trust and I submit this declaration
in support of the Omnibus Objections of USACM Trust to Proofs of Claim Based Upon
Investment in the Shamrock Tower LP Loan ("Shamrock Loan") [DE 7629, DE 7631,

¹ This bankruptcy case was closed on September 23, 2008.

² This bankruptcy case was closed on October 12, 2007.

³ This bankruptcy case was closed on December 21, 2007.

DE 7633, and DE 7635] filed by the USACM Liquidating Trust (“USACM Trust”), as successor to USA Commercial Mortgage Company (“USACM”). The Trust is the custodian of USACM’s records pursuant to the terms of the confirmed Plan. The original loan file for the Shamrock Loan was transferred to Compass Financial Partners, LLC, but the Trust retained a copy of it. I make this declaration based upon my review of the relevant portions of the loan file and the available appraisals related to the Shamrock Loan.

2. On June 30, 2003, 619 Main, LP made and delivered to Western United Life Assurance Company, a Promissory Note in an amount of \$9,262,500 (the “Note”). On July 29, 2004, the Shamrock Direct Lenders purchased the Note through USACM. Through subsequent amendments, the loan was ultimately increased to \$10,500,000.

3. The Loan was secured by a first Deed of Trust (“Deed of Trust”) on real property and improvements thereon, as described in the Deed of Trust. The Deed of Trust was recorded on July 7, 2003 under Clerk’s File Number W811419 in the Official Public Records of Real Property of Harris County, Texas.

4. Upon information and belief, 619 Main, LP subsequently transferred title to the collateral defined in the Deed of Trust to Shamrock Tower LP.

5. A March 31, 2004 appraisal by Luedemann & Associates appraised the value of the property securing the Shamrock Loan at an approximate value of \$16,215,350 as of March 14, 2004.

6. A May 15, 2006 appraisal by Hilco Real Estate Appraisal, LLC estimated the value of the collateral at \$14,500,000 as of June 5, 2006.

7. **Exhibit A** attached lists Proofs of Claim filed by Direct Lenders that appear to be based in whole or in part upon an investment in the Shamrock Loan. **Exhibit A** identifies the Proof of Claim number, the claimant, the claimant’s address, the total

1 amount of the claim and the total amount of the claim that appears to be related to an
2 investment in the Shamrock Loan based upon the information provided by the claimant.
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1 I make this declaration under penalty of perjury of the laws of the United States of
2 America on October 14, 2009.

3
4 By /s/ Geoffrey L. Berman
Geoffrey L. Berman

5 Copy of the foregoing (without exhibit)
6 mailed by first class postage prepaid
7 U.S. Mail this
8 14th day of October, 2009,
to all parties listed on Exhibit A
attached.

9 LEWIS AND ROCA LLP

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11 s/ Leilani Lista
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